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LAW OFFICES OF
LOUIS E. GITOMER, LLC.

LOUIS E. GITOMER
Lou@lgraillaw.com

MELANIE B. YASBIN
Melanie@lgraillaw.com
410-296-2225

February 1, 2012

SURFACE TRANSPORTATION BOARD
600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6532
FAX (410) 332-0885

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
Washington, DC 20423

Dear Ms. Brown:

I have enclosed for efilng the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Partial Release and Termination of Lease, a secondary document, dated as of February 1, 2012. The primary document to which this is connected is recorded under Recordation No. 26163. We request that one copy of this document be recorded under Recordation No. 26163-H.

The names and addresses of the parties to the Partial Release and Termination of Lease are:

Lessor:

MHCB (USA) Leasing & Finance Corporation
1251 Avenue of the Americas
New York, NY 10020

Lessee:

Oklahoma Gas and Electric Company
321 North Harvey Street
Oklahoma City, OK 73102

A description of the equipment covered by the Partial Release and Termination of Lease consists of one coalporter car numbered OGEX 2345.

Ms. Cynthia T. Brown

February 1, 2012

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A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

A short summary of the document to appear in the index follows: a Partial Release and Termination of Lease between MHCB (USA) Leasing & Finance Corporation, 1251 Avenue of the Americas, New York, NY 10020, and Oklahoma Gas and Electric Company, 321 North Harvey Street, Oklahoma City, OK 73102, covering one coalporter car numbered OGEX 2345.

Very Truly Yours,

Louis E. Gitomer



Enclosure

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PARTIAL RELEASE AND TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

By this Partial Release and Termination of Lease (the "**Partial Release**"), dated as of February 1, 2012, MHCB (USA) Leasing & Finance Corporation ("**MHCB**"), as lessor, and Oklahoma Gas and Electric Company ("**OGE**"), as lessee, do agree as follows.

A. A Memorandum of Lease Agreement dated as of February 1, 2006 between MHCB, as lessor, and OGE, as lessee, was recorded at the Surface Transportation Board on February 1, 2006 under Recordation No. 26163, as amended by that certain Memorandum of First Amendment to Lease Agreement dated April 17, 2008, and recorded at the Surface Transportation Board on April 17, 2008 under Recordation No. 26163-D, and as further amended by that certain Memorandum of Second Amendment to Lease Agreement dated December 15, 2010 and recorded at the Surface Transportation Board on January 28, 2011, under Recordation No. 26163-E (collectively, the "**Lease**") for 1,392 coalporter cars numbered OGEX 2001-3585, inclusive (excluding cars numbered OGEX 2003, 2007, 2013, 2016, 2024, 2025, 2030, 2042, 2054, 2081, 2085, 2099, 2109, 2116, 2150, 2153, 2161, 2164, 2165, 2167, 2169, 2178, 2180, 2183, 2198, 2215, 2219, 2221, 2226, 2245, 2254, 2257, 2258, 2269, 2299, 2253, 2303, 2307, 2319, 2335, 2336, 2346, 2363, 2364, 2366, 2385, 2394, 2399, 2405, 2412, 2422, 2426, 2433, 2434, 2435, 2446, 2462, 2469, 2471, 2478, 2480, 2489, 2490, 2492, 2496, 2503, 2504, 2510, 2512, 2517, 2523, 2528, 2535, 2537, 2558, 2597, 2564, 2581, 2592, 2593, 2606, 2614, 2625, 2647, 2650, 2656, 2667, 2694, 2703, 2718, 2732, 2737, 2773, 2774, 2786, 2800, 2802, 2805, 2807, 2809, 2814, 2836, 2837, 2843, 2865, 2871, 2876, 2880, 2883, 2893, 2894, 2908, 2910, 2913, 2938, 2945, 2950, 2953, 2961, 2967, 2968, 2977, 2978, 2981, 2986, 2993, 3033, 3034, 3054, 3066, 3068, 3070, 3088, 3089, 3091, 3122, 3123, 3125, 3146, 3174, 3175, 3178, 3187, 3194, 3195, 3198, 3199, 3207, 3232, 3239, 3240, 3241, 3250, 3257, 3258, 3259, 3261, 3270, 3277, 3284, 3290, 3291, 3310, 3314, 3318, 3327, 3329, 3332, 3343, 3351, 3352, 3355, 3360, 3366, 3384, 3389, 3398, 3403, 3409, 3411, 3420, 3425, 3432, 3464, 3475, 3485, 3492, 3493, 3520, 3548, 3562, 3570, and 3579).

B. A derailment on March 10, 2011 subsequently resulted in the destruction of 1 coalporter car numbered OGEX 2345 (the "**Destroyed Car**").

NOW, THEREFORE, in consideration of the premises contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

1. MHCB and OGE do hereby acknowledge and confirm for the public record:

(a) that all sums due with respect to the Destroyed Car have been fully discharged and satisfied; and

(b) the satisfaction and release of their interests to the Destroyed Car under the Lease.

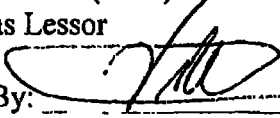
2. This Partial Release does not apply to the Equipment and provisions of the Lease stated to survive such termination.

3. This Partial Release may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Partial Release.

[Signatures appear on the following pages]

IN WITNESS WHEREOF, the parties hereto have executed this Partial Release on the dates set forth in the notary acknowledgements below, but this Partial Release is to be effective for all purposes as of February 1, 2012.

MHCB (USA) LEASING & FINANCE CORPORATION
as Lessor

By: 
Name: VICTOR MORA
Title: VICE PRESIDENT

OKLAHOMA GAS AND ELECTRIC COMPANY
as Lessee

By: _____
Max J. Myers
Treasurer

IN WITNESS WHEREOF, the parties hereto have executed this Partial Release on the dates set forth in the notary acknowledgements below, but this Partial Release is to be effective for all purposes as of February 1, 2012.

MHCB (USA) LEASING & FINANCE CORPORATION
as Lessor

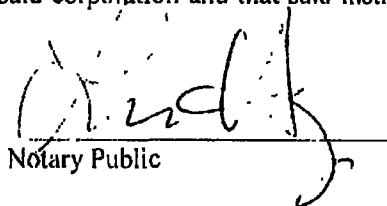
By: _____
Name: _____
Title: _____

OKLAHOMA GAS AND ELECTRIC COMPANY
as Lessee

By:  _____
Max J. Myers
Treasurer

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this 23rd day of JANUARY 2012, before me personally appeared VICTOR MCCA, to me personally known, who being duly sworn, says that he is VICE PRESIDENT of MHCB (USA) Leasing & Finance Corporation, that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.



Notary Public

My Commission expires on: _____

LISA HAYES
Notary Public, State of New York
No. 02HA6118461
Qualified in New York County
Commission Expires November 8, 2012

STATE OF OKLAHOMA)
)
COUNTY OF OKLAHOMA)

On this ____ day of _____, 2012, before me personally appeared Max J. Myers, to me personally known, who being duly sworn, says that he is Treasurer of Oklahoma Gas and Electric Company, that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.

Notary Public

My Commission expires on: _____

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this ___ day of 2012, before me personally appeared
 , to me personally known, who being duly sworn, says that
he is of MHCB (USA) Leasing & Finance Corporation, that said instrument
was signed and sealed on behalf of said corporation and that said instrument is the free act and
deed of said corporation.

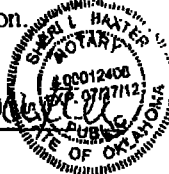
Notary Public

My Commission expires on: _____

STATE OF OKLAHOMA)
)
COUNTY OF OKLAHOMA)

On this 23 day of January, 2012, before me personally appeared Max J. Myers, to me
personally known, who being duly sworn, says that he is Treasurer of Oklahoma Gas and
Electric Company, that said instrument was signed and sealed on behalf of said corporation and
that said instrument is the free act and deed of said corporation.

Shirley Y. Baker
Notary Public



My Commission expires on: 7/27/12